

## **ATTACHMENT 3**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

NINTH MONTHLY APPLICATION OF BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM JUNE 1, 2006 THROUGH JUNE 30, 2006

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	June 1, 2006 TO June 30, 2006
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$10,103.75
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$285.26

This is a:     XX     monthly     \_\_\_\_\_ interim     \_\_\_\_\_ final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for preparation of this fee application is 0.75 hours and the corresponding compensation requested is \$262.50.<sup>2</sup>

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	Pending	Pending
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>3</sup>	\$ 57.62	Pending	Pending
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	Pending	Pending
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	Pending	Pending
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	Pending	Pending
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	Pending	Pending
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	Pending	Pending
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	Pending	Pending

B&D PROFESSIONALS<sup>5</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Karl Bourdeau	Principal; Joined Firm 1980; Member of DC Bar since 1978	\$525.00	4.00	\$2,100.00
Pamela D. Marks	Of Counsel; Joined Firm 1997; Member of MD Bar since 1986	\$350.00	17.75	\$6,212.50
Katherine B. Eller	Associate; Joined Firm 2003; Member of MD Bar since 2003	\$230.00	3.75	\$862.50
Heidi Price	Intern	\$155.00	5.75	\$891.25
Pamela Keller	Paralegal	\$75.00	.50	\$37.50

Total Fees: \$10,103.75  
Total Hours: 31.75  
Blended Rate: \$318.22

<sup>2</sup> The actual number of hours expended preparing this Application and the corresponding compensation requested are set forth in Attachment B.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> These amounts are the sum total from the invoices attached hereto as Exhibit A (Matter) and Exhibit B (Fee Application Preparation).

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	31.75	\$10,103.75

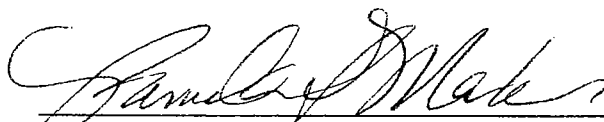
EXPENSE SUMMARY<sup>6</sup>

Expense Category	Service Provider (if applicable) <sup>7</sup>	Total Expense
Long Distance Telephone	Verizon	\$2.60
Duplicating		84.80
Postage	US Mail	3.15
Lexis/Nexis Court Link	Lexis/Nexis	127.96
Express Delivery	Federal Express	43.61
Travel Expenses		23.14

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period June 1, 2006 through June 30, 2006, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$10,103.75 and actual and necessary expenses in the amount of \$285.26 for a total allowance of \$10,389.01, and payment of \$8,083.00 (80% of the allowed fees) and reimbursement of \$285.26 (100% of the allowed expenses) be authorized for a total payment of \$8,368.26, and for such other and further relief as this Court may deem just and proper.

Dated: September 14, 2006

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
 201 N. Charles Street, Suite 2210  
 Baltimore, MD 21201  
 Telephone: 410-230-3850  
 Facsimile: 410-230-3868  
 Counsel for Debtors and Debtors in Possession


<sup>6</sup> These amounts are the sum total of the disbursements as shown on the invoices attached hereto as Exhibit A (Matter) and Exhibit B (Fee Application Preparation).

<sup>7</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

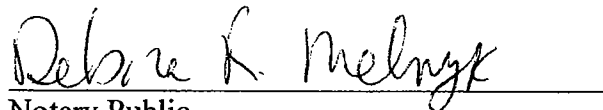
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 14 day of September, 2006.

  
Notary Public  
My Commission Expires: May 27, 2009

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
JUNE 1, 2006 THROUGH JUNE 30, 2006

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(Matter)**

LAW OFFICES  
 BEVERIDGE & DIAMOND, P.C.  
 SUITE 2210  
 201 NORTH CHARLES STREET  
 BALTIMORE, MD 21201-4150  
 (410) 230-3850

W. R. Grace & Co. - Conn  
 Attn: Lydia B. Duff, Esq.  
 7500 Grace Drive  
 Columbia, MD 21044

July 31, 2006  
 Client/Matter # 01246-011548  
 Invoice # 111720  
 Federal ID# 52-1247549

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For Legal Services Rendered Through 06/30/06 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
 SUITE 700  
 1350 I STREET, N.W.  
 WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

05/01/06	K. Bourdeau	2.75	Legal research and analysis of recent cases; conference with P. Marks re strategic considerations; review and prepare comments to P. Marks on draft letter to USACE re Building 23; review final draft re same.
05/26/06	K. Bourdeau	0.25	Email correspondence re research documents.
06/01/06	P. Marks	0.50	Review client emails and memoranda.
06/05/06	K. Bourdeau	0.75	Monitor legal developments; followup research re same.
06/05/06	P. Marks	1.00	Monitor legal developments; followup research re same.
06/06/06	P. Marks	0.25	Communications re research and with client.
06/12/06	K. Eller	0.25	Conference with P. Keller re research.
06/12/06	P. Keller	0.25	Conference with K. Eller re research.
06/13/06	P. Keller	0.25	Conduct research; email to K. Eller re same.
6/14/06	P. Marks	0.50	Client email exchanges; evaluate same.



06/19/06	P. Marks	1.75	Evaluate documents; telephone conference with M. Bourquin re same and re technical issues and meeting with Corps; email to L. Duff re same; direct K. Eller re research.
06/19/06	K. Eller	1.25	Conference with P. Marks re research; followup tasks re same.
06/20/06	P. Marks	0.50	Telephone conference with P. Bucens and L. Duff re Corps related issues.
06/21/06	K. Bourdeau	0.25	Communications with P. Marks re developments, legal issues.
06/21/06	P. Marks	3.00	Research legal and CERCLA issues; communications with client re same; document research and communications with K. Eller re same; conference with H. Price re research.
06/21/06	K. Eller	2.00	Conduct research; conference with P. Marks re same; organize documents re same.
06/21/06	H. Price	0.50	Conference with P. Marks re research.
06/22/06	H. Price	2.50	Research per P. Marks.
06/23/06	P. Marks	0.50	Conference with H. Price re research.
06/23/06	H. Price	0.50	Conference with P. Marks re research.
06/26/06	P. Marks	3.25	Legal research; telephone conference with S. Platt re contractor issues; draft letter re same; review emails re technical issues; prepare memoranda to client.
06/26/06	H. Price	1.00	Research per P. Marks.
06/27/06	P. Marks	0.50	Evaluate case developments.
06/28/06	P. Marks	3.00	Review and evaluate technical RWDA issues, minutes, documents and draft memoranda; telephone conference with P. Bucens re same and conduct legal review of technical memoranda.
06/28/06	K. Eller	0.25	Research re documents.
06/29/06	P. Marks	0.25	Telephone conference with L. Duff re developments.
06/29/06	H. Price	1.25	Preparation of memorandum to P. Marks re research.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 111720

July 31, 2006

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06/30/06	P. Marks	2.00	Prepare for and conduct telephone conference with L. Duff and J. Freeman; followup telephone conference with L. Duff; email exchange re same.
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Total Hours : 31.00

Total Fees : \$9,841.25

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 111720

July 31, 2006

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Disbursements:

Postage	0.78
Long Distance Telephone	2.60
Duplicating	71.40
Express Delivery	43.61
Travel Expenses	23.14
Information Service - VENDOR:LEXISNEXIS COURT	127.96
LINK-Invoice #EA233688 dated 6/1/06 for	
Courtlink product usage	

Total Disbursements :	\$269.49
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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	4.00	\$525.00	\$2,100.00
P. Marks	17.00	\$350.00	\$5,950.00
K. Eller	3.75	\$230.00	\$862.50
H. Price	5.75	\$155.00	\$891.25
P. Keller	0.50	\$75.00	\$37.50

Total Fees :	\$9,841.25
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Total Disbursements :	\$269.49
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TOTAL DUE :	\$10,110.74
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## **EXHIBIT B**

**(Preparation of Fee Application)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-3850

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

July 31, 2006  
Client/Matter # 01246-012629  
Invoice # 111721  
Federal ID# 52-1247549

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For Legal Services Rendered Through 06/30/06 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

06/14/06	P. Marks	0.75	Client billing preparation and correspondence re same.
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Total Hours : 0.75

Total Fees : \$262.50

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 111721

July 31, 2006

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Disbursements:

Postage	2.37
Duplicating	13.40

Total Disbursements :	\$15.77
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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.75	\$350.00	\$262.50

Total Fees :	\$262.50
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Total Disbursements :	\$15.77
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TOTAL DUE :	\$278.27
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